



Kenneth L. Lay
*Chairman and
Chief Executive Officer*

September 7, 2001

Enron Corp.
P.O. Box 1188
Houston, TX 77251-1188
713-853-6773
Fax 713-853-5313
kenneth.lay@enron.com

Elaine Overturf
Enron Corp.
1400 Smith Street
Houston, TX 77002

Re: Sale of **114,346** shares of Enron Corp. to Company for repayment of
\$4,000,000 LOC plus accrued interest through September 4, 2001

Dear Elaine:

Attached are stock certificates **HC 162376** in the amount of **13,123** shares of Enron Corp., **HC 115919** in the amount of **23,874** shares of Enron Corp., **HC 162375** in the amount of **36,877** shares of Enron Corp., **HC115920** in the amount of **22,035** shares of Enron Corp., **HC125798** in the amount of **1,859** shares of Enron Corp., and **HC 164662** in the amount of **13,123** shares of Enron Corp. stock. Please use these **six (6)** certificates totaling **110,891** shares plus the **5,006** share of Enron Corp. previously over-delivered (on the pay down as of 8/30/01) to be used to repay the line of credit as of September 4, 2001. Please reissue a stock certificate in the amount of **1,551** shares for the over-delivered shares.

Please call Sherrie Gibson at 713/630-0103 should you have any questions.

Sincerely,

CC: Pam Butler
Joanne Cortez
Sherrie Gibson

Endless possibilities.™

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